



ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3824  
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October 9, 2002

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

RECORDATION NO. 24082B FILED

OCT 10 '02 11-26 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 2 dated as of October 2, 2002.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of August 2, 2002, recorded on August 21, 2002, recordation number 24082.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Gunderson, Inc. (Manufacturer)  
4350 NW Front Avenue  
Portland, OR

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit articulated double stack wells cars with 53 foot wells	FCA	500	DTTX	724776-724999 726000-726275

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$30.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 500 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 724776-724999; and 726000-726275."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "William J. Barton", with a long horizontal flourish extending to the right.

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 dated as of October 2, 2002, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson, Inc., an Oregon corporation, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of August 2, 2002, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on August 21, 2002 at 11:56 AM, recordation number 24082.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 2, dated as of October 2, 2002, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GUNDERSON, INC.

By: 

President

RECORDATION NO. 24082-B FILED

TTX COMPANY

By: 

Vice President - Finance and Treasurer

OCT 10 '02 11-26 AM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON                     )  
  )SS:  
COUNTY OF MULTNOMAH            )

On this 7<sup>th</sup> day of October, 2002 before me personally appears Thomas J. Sass, to me personally known, who by me duly sworn, says that he is President of Gunderson, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



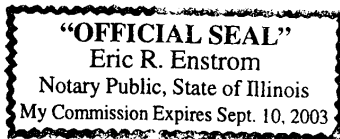
Maria M. Rollins  
Notary Public

My Commission expires: August 10, 2006

STATE OF ILLINOIS                 )  
  )SS:  
COUNTY OF COOK                 )

On this 8<sup>th</sup> day of October, 2002, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President – Finance and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Enstrom  
Notary Public

(SEAL)

My Commission expires: 9/10/03

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
SUPPLEMENT NO. 2  
DATED OCTOBER 2, 2002**

**TTX Contract #T-2B02-F  
Gunderson Lot # 20390**

**EQUIPMENT**

500 DTTX Cars marked 724776 through 724999; and 726000 through 726275 (both inclusive).